

International Financial Reporting Standards

August 2005















Scope of the presentation

The impacts considered in this presentation are:

- Preliminary: given that full compliance is only required with the International Financial Reporting Standards (IFRS) issued at 31/12/2005. This financial information has been prepared using the standards and principles known to date, and under the assumption that the IFRS in place today are the same as those used to prepare the 2005 Consolidated Financial Statements and, as a consequence, do not represent full and definitive reconciliation with the Standards.
- <u>Unaudited</u>, based on adjusted 2004 results. This financial information is thus a summarised quantitative approximation, and may be subject to future modifications.
- Refers exclusively to consolidated accounts.



Scope of IFRS application

- Affects each and every one of the Grupo Sol Meliá companies that form part of the scope of consolidation
- Application is mandatory from 1/1/2005
- Companies are not exempt from preparing the individual annual accounts required by local legislation in each location



Income statement

	SPANISH GAAP	Start-up expenses	Valuation of Fixed Assets	Long-term op.	Treasury shares	Goodwill / Badwill	Preferred shares	Positive Exchange Rate	Financial Instruments	Deferred taxes	Remuneration Scheme	Others, Reclasificati		RECLASIFICATIONS		IFRS
	DEC. 2.004			40	an an	871	na.	Diff.	40	40	40	ons	(DEAL AD 4)	OFFILMO OF	(DEOL 40 W)	DEC. 2.004
	4 000 705 477	(01)	(03)	(04)	(05)	(07)	(08)	(09)	(10)	(11)	(13)		(RECLAS-1)	(RECLAS-2)	(RECLAS-3)	4 050 407 505
Total revenues	1.038.705.477		\square									(1.865.257)	(4.143.227)	19,410.512		1.052.107.505
Supplies and other external expenses	(133.184.050)		\square													(133.184.050)
Personnel expenses	(334.263.712)										(433.680)					(334.697.392)
Changes in trade provisions	(4.143.227)		\square										4.143.227			0
Other operating expenses	(333.840.446)	(8.495.477)		10.904.045								399.304	54.919.543	(15.131.382)		(291.244.413)
Total operating expenses	(805.431.435)	(8.495.477)	Щ	10.904.045							(433.680)	399.304	59.062.770	(15.131.382)		(759.125.855) 292.981.650
EBITDAR											(433.680)	(1.465.953)	54.919.543	4.279.130		
Rental expenses	233.274.042	/0.40E.43T\		10.001.045							(100,000)	(4.407.070)	(54.919.543)	1.070.105		(54.919.543) 238.062.107
EBITDA		(8.495.477)			0	0	_	0	0	U	(433,680)	(1.465.953)	V	4.279.130	U	
Depreciation and amortization	(112.173.575) 121.100.467	6.408.545 (2.086.932)	404.675 404.675	(3.238.508) 7.665.537			723.364 723.364	0	0		(433,680)	(399.304)	٨	4.279.130		(108.274.803) 129.787.304
EBIT	886.737	(2.000.332)	404.070	7.000.037	U	U	123.384	U U	V	U	(455,800)	(1.000.201)	V	4.278.130		
Income from share capital investments															1.931.266	2.818.003
Others financial income	19.193.283		\sqsubseteq			(14.659.460)					433.680				(4.533.823)	433.680
Loss Financ. investments	0														(1.688.295)	(1.688.295)
Financial expenses	(71.101.581)			(10.774.304)			(8.896.743)		7.522.092			(2.276.480)			3.442.025	(82.084.991)
Exchange Rate Differences	31.738							(317.762)								(286.024)
Total financial profit/(loss)	(50.989.823)			(10.774.304)		(14.659.460)	(8.896.743)	(317.762)	7.522.092		433.680	(2.276.480)	0	0	(848.827)	(80.807.627)
Profit (loss) from equity investment	1.089.266												(1.089.266)			0
Amortisacion of consolidation goodwill	(2.646.536)					2.646.536										0
Ordinary EBT	68.553.374	(2.086.932)	404.675	(3.108.767)	0	(12.012.924)	(8.173.379)	(317.762)	7.522.092	0	0	(4.141.737)	(1.089.266)	4.279.130	(848.827)	48.979.677
Extraordinary profit (loss)	5.873.353				(2.443.050)								0	(4.279.130)	848.827	0
Profit/(loss) from equity investment & Joint Ventures	0												1.089.266			1.089.266
PROFIT BEFORE TAXES AND MINORITIES	74.426.727	(2.086.932)	404.675	(3.108.767)	(2.443.050)	(12.012.924)	(8.173.379)	(317.762)	7.522.092		0	(4.141.737)				50.068.943
Corporate income taxes	(3.922.103)									(2.219.222)						(6.141.325)
GROUP NET PROFITI (LOSS)	70.504.624	(2.086.932)					(8.173.379)			(2.219.222)						43.927.618
Minorities (profit)/ loss	(10.373.830)	13.289					8.168.475									(2.192.066)
PROFIT/(LOSS) OF THE PARENT COMPANY	60.130.794	(2.073.643)					(4.904)			(2.219.222)						41.735.552
Earnig per share	0,331 €/Acc.															0,230 <i>€I</i> Acc.



Balance Sheet

		OPEN. 2.005 Spanish	(01) START-UP	(02) LEASING OF TANGIBLE	(03) VALUATION OF FIXED	(04) L/T OP.	(05)	(06)	(07)	(08)	(09) POSITIVE EXCHANGE	(10) FINANCIAL INSTRUMEN	(11) DEFERRED	(12)	OTHERS,	OPEN. 2.005
	START-UP EXPENSES	GAAP 19.368.873	(19.368.873)	ASSETS	ASSETS	LEASINGS	SHARES	EXP.	IBADWILL	SHAR.	RATE DIFF.	TS	TAXES	PROVISIONS	CATIONS	IFRS 0
	INTANGIBLE FIXED ASSETS	292.477.882	(10.500.010)	(149.020.885)					(2.093.354)						1.186.480	142.550.123
LO.	TANGIBLE FIXED ASSETS	1.615.120.806		149.020.885	39.106.873	158.686.898			(2.555.50 1)					(6.510.536)	824.066	1.956.248.992
ASSETS	FINANCIAL ASSETS	171.525.480	(691.368)				(21.933.451)						113.982.693	(13.390.000)	(1.865.257)	247.628.097
	DEFERRED EXPENSES	28.001.800	(Control)					(17.246.972)		(5.411.392)				(carrier,	(5.343.436)	0
	CURRENT ASSETS	323.817.772		(15.669)			(11.822.852)								13.118.694	325.097.945
		2.450.312.613	(20.060.241)	(15.669)	39.106.873	158.686.898	(33.756.303)	(17.246.972)	(2.093.354)	(5.411.392)			113.982.693	(19.900.536)	7.920.547	2.671.525.156
	EQUITY	2.450.312.613 952.482.190	(20.060.241)	(15.669)	39.106.873 39.106.873	158.686.898 (3.108.767)	(33.756.303)	(17.246.972)	(2.093.354) (962.441)	(5.411.392) (106.381.847)	9.097.476	(12.359.912)	113.982.693 (2.457.436)	(19.900.536)	7.920.547	2.671.525.156 817.457.856
	EQUITY PROVISIONS		, ,	(15.669)			, ,	(17.246.972)	, ,		9.097.476	(12.359.912)		(19.900.536)		
SS		952.482.190	, ,	(15.669)			, ,	(17.246.972)	, ,		9.097.476					817.457.856
ABILTIES	PROVISIONS DEFERRED INCOME INTEREST BEARING DEBT	952.482.190	, ,	(15.669)			, ,	(17.246.972)	(962.441)							817.457.856 25.906.632
LIABILITIES	PROVISIONS DEFERRED INCOME	952.482.190 61.861.687 15.245.637	, ,	(15.669)			, ,		(962.441)	(106.381.847)		(16.054.519)				817.457.856 25.906.632 5.017.247
	PROVISIONS DEFERRED INCOME INTEREST BEARING DEBT OTHER DEBT INTEREST BEARING DEBT	952.482.190 61.861.687 15.245.637 971.085.982	, ,	(15.669)		(3:108.767)	, ,		(962.441)	(106.381.847)		(16.054.519)	(2.457.436)			817.457.856 25.906.632 5.017.247 1.083.223.897
	PROVISIONS DEFERRED INCOME INTEREST BEARING DEBT OTHER DEBT	952.482.190 61.861.687 15.245.637 971.085.982 99.366.509	, ,	(15.669)		(3:108.767)	, ,		(962.441)	(106.381.847)		(16.054.519)	(2.457.436)		(4.141.736)	817.457.856 25.906.632 5.017.247 1.083.223.897 377.197.757



• At the Balance Sheet level December 2004 (1):

 Total Shareholders' Equity (Spanish GAA) 	P) at 31/12/2004	952.48 €
- Total Shareholders' Equity (IFRS) at 31/12	2/2004	817.46 €
	Impact	-135.02 €
- Total Financial Debt (Sp. GAAP) at 31/12/	/2004	1,110.70 €
- Total Financial Debt (IRFS) at 31/12/2004		1,234.9 €
	Impact	+ 124.2 €





At the Income Statement level:

- -	EBITDA (Spanish GAAP) at 31/12/2004 EBITDA (IFRS) at 31/12/2004	233.27 € 238.06 €
	Impa	act + 4.79 €
_	Financial Result (Spanish GAAP) at 31/12/2004	(50.99) €
_	Financial Result (IFRS) at 31/12/2004	(80.80) €
	Imp	act - 29.81 €
_	Profit before tax (Spanish GAAP) at 31/12/2004	74.43 €
_	Profit before tax (IRFS) at 31/12/2004	50.06 €
	Impa	- 24.37 €
_	Profit parent company (Spanish GAAP) at 31/12	/2004 60.13 €
_	Profit parent company (IRFS) at 31/12/2004	41.73 €
	Impa	act - 18.4 €



Scope of application: Balance Sheet

ASSETS

- 1) Start-up expenses (IAS 38)
- 2) Leasing of Tangible Fixed Assets (IAS 38)
- 3) Valuation of Fixed Assets (IAS 16 & IAS 40)
- 4) Long-term operating leases (IAS 17)
- 5) Treasury shares IAS1 (74, VI)
- 6) Deferred expenses (IAS 39)
- 7) Goodwill / Badwill (IAS 22 & IFRS 3)

LIABILITIES

- 8) Preferred shares (IAS 32)
- 9) Positive Exchange Rate Differences (IAS 39)
- 10) Financial instruments (IAS 39)
- 11) Deferred taxes (IAS 12)
- 12) Provisions (IAS 37)
- 13) Remuneration Scheme (IAS 39)



Summary of situation: Assets



1. Start-up expenses

ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

- IAS 38: Start-up expenses do not comply with criteria to be considered an asset, except when:
 - They allow the asset to generate financial profit
 - They may be measured and attributed to assets in a reliable manner

Conclusion:

- They may not be recognised on the Balance sheet and will be considered expenses for the financial period.
- The amounts included in the current Balance Sheet will be considered results from previous years, and discounted directly from shareholders' equity in retained earnings.
- Impact on Sol Meliá accounts (*):

	()		
		DEBTOR	CREDITOR
_	Start-up expenses 31/12/2004:		19.37 M€
_	Amortisation expenses 2004		6.40 M€
_	Participations consolidated by equity r	nethod	0.71 M€
_	Expenses for the financial year	8.50 M€	
_	Shareholders' equity	17.98 M€	

- The amount of start-up expenses for the year was € 8.5 million, which the current regulations would have considered as expenses for the financial year. The amortisation expense thus disappears.
- The total effect on the proforma income statement for 2004 is a decrease in EBITDA of €8.5 million and a decrease in Profits before taxes of €2.0 million.

(*) NOTE: Reversal posting of Spanish GAAP and/or adaptation to International Accounting Standards



2. Leasing of tangible fixed assets

ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

• IAS 38:

 Assets are classified depending on their nature or function, regardless of their financing.

Conclusion:

 Assets acquired through financial leasing will be reclassified from Intangible fixed assets to Tangible fixed assets depending on the nature of the goods acquired.

Impact on Sol Meliá accounts(*):

Reclassified to Tangible fixed assets

•	Intangible fixed assets Provisions and depreciation	DEBTOR	CREDITOR 243.97 M€ (94.94) M€
•	Tangible fixed assets Provisions and depreciation	243.97 M€ (94.94) M€	
•	Net book value	149.02 M	€149.02 M€



3. Valuation of Fixed Assets

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ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

OPERATING ASSETS

Sol Meliá has decided not to revalue operating assets

ASSETS HELD AS INVESTMENT PROPERTIES

- IAS 16 & IAS 40:
 - Fixed assets classified as investments and not related to operations will be considered as Non Operating Assets which are not subject to depreciation. All changes in their value are directly assigned to the income statement using impairment tests and market valuations.

Conclusion:

- Restatement at Fair Value of Tangible fixed assets considered as Non Operating Assets and reversal of depreciation charge.
- Impact on Sol Meliá accounts(*):

		DEBTOR	CREDITOR
-	Fixed assets at fair value	54.18 M€	
-	Depreciation expenses		0.40 M€
-	Fixed assets at historical cost		15.08 M€
-	Shareholders' equity		38.70 M€



4. Long-term leases

ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

IAS 17:

- A lease will be classified as financial when there is a substantial transfer of all of the risks and benefits inherent to ownership of the asset.
- Whether a lease is considered financial or not depends on the nature of the transaction rather than merely the form of the contract.

Conclusion

- Lease contracts with a very long duration comply with the requirement of having a commitment for the majority of the asset's useful life.
- The present net book value of amounts committed for rentals calculated as an annuity at a discount rate equal to the average cost of capital for the Group is €158.69 million.

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		DEBTOR	CREDITOR
_	Other long-term debt		161.39 M€
_	Other short-term debt		0.40 M€
_	Rental expenses		10.90 M€
_	Expenses for asset amortisation	3.24 M€	
_	Financial expenses	10.77 M€	
_	Tangible fixed assets	158.69 M€	



5. Treasury shares

ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

• IAS1 (74, VI) :

- Treasury shares are presented by reducing shareholders' equity.
- The results obtained from the transfer of treasury shares are not registered in the income statement.

Conclusion:

- The amount of treasury shares currently regsitered in the Balance sheet as assets are recognised as a reduced value of Equity.
- There are no variations in results arising from to capital gains in operations with treasury shares.

	DEBTOR	CREDITOR
_	Treasury shares at 31/12/2004 long-term	8.25 M€
_	Treasury shares at 31/12/2004 short-term	11.82 M€
_	Extraordinary results 2004 2.44 M€	
_	Shareholders' equity (treasury shares) 17.63 M€	
_	Long-term loans [Barclays]	13.68 M€
_	Shareholders' equity (treasury shares) 13.68 M€	



6. Deferred expenses

ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

• IAS 39:

- Amounts included under deferred expenses, which consists of the interest component of future debt repayments (both for Leasing and for other bank debt), are considered as an offset against the total value of the debts they represent. Debt valuation under the IFRS is made at current value (and thus for the initial capital amount received) and the difference between the amount paid and the capital amortised is considered interest on the debt. The criteria are financial and imply recognition of a decreasing interest expense dependent on the remaining capital pending.

Conclusion:

 The amounts recognised as assets on the balance sheet as deferred expenses must be reduced by reducing the corresponding amount of the debt liability.

	DEBTOR	CREDITOR
 Deferred expenses 		17,25 M€
 Long-term debt 	15,07 M€	
 Long-term obligations 	2.18 M€	



7. Goodwill / Badwill (1)

ASSETS

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

• IFRS 3:

- The Badwill and the Goodwill on merger are considered as the same element by IFRS.
- They are no longer amortised over a specific period, but require an annual impairment of their value to check for any deterioration in this value and consequent adjustment with a charge to the results for the year in which the decrease in value occurs.

Conclusion:

- Presented in assets, adding the Goodwill on merger, separated from other non tangible assets.
- An impairment test for all Group's Goodwill was done and only those goodwill funds that have passed the test remain included in the Balance sheet.



7. Goodwill / Badwill (2)

DEBTOR

CREDITOR

ASSETS

Impact on Sol Meliá accounts(*):

Start-up expenses

Leasing

Valuation of fixed assets

Long-term leases

Treasury shares

Deferred expenses

Goodwill / Badwill

-	Badwill of FC (1) companies	1.13 M€
-	Financial results 2004	14.65 M€

Amortisation expenses 2004 2.65 M€ Goodwill 2.09 M€

Shareholders' equity 11.05 M€

- The financial result after application of the badwill for the year is presented as an Equity increase.
- In application of IFRS 3, from 1/01/2004 we consider goodwill as a non tangible asset with an undefined economic life.



Summary of situation: Liabilities



8. Preferred shares

LIABILITIES

Preferred shares

Positive exchange rate differences

Financial Instruments

Deferred taxes

Provisions

Remuneration Scheme

• IAS 32:

 Preferred shares that may be amortised by their holder or whose amortisation depends on future events that are beyond control of the holder are classified as debts.

Conclusion:

- Reclassification of the preferred shares currently included in minority interests as a financial debt.
- Recognition of the payment of dividends in the income statement as a financial cost.

		DEBTOR	CREDITOR
_	Financial debt at 31/12/2004		100.97 M€
_	Deferred expenses		5.41 M€
_	Amortisation start-up expenses		0.72 M€
_	Shareholders' equity		0.16 M€
_	Minority profit and loss		8.17 M€
_	Minority interests	106.53 M€	
_	Financial results	8.90 M€	



9. Positive exchange rate differences

LIABILITIES

Preferred shares

Positive exchange rate differences

Financial Instruments

Deferred taxes

Provisions

Remuneration Scheme

• IAS 39:

- Positive and negative differences are assigned to results for the period.
- The Deferred income for unrealised positive exchange differences must be considered results from previous years according to the IFRS.

Conclusion:

 The amounts corresponding to unrealised positive exchange differences currently contained within the liability item of "Deferred income" should be credited to results from previous years.

		DEBTOR	CREDITOR
_	Net amount at 31/12/2004	9.09 M€	
_	Income for 2004	0.32 M€	
_	Shareholders' equity		9.41 M€



10. Financial instruments valuation

LIABILITIES

Preferred shares

Positive exchange rate differences

Financial Instruments

Deferred taxes

Provisions

Remuneration Scheme

• IAS 39:

 From 1/1/04 the full liability expected to be generated by the Company's Financial instruments must be recognised, reflected as financial debt and charged to reserves

Conclusion:

 All of the changes in value of the financial instrument caused by interest rate changes must be registered as financial results.

19.88 M€

Impact on Sol Meliá accounts(*):

Shareholders' equity

		DEBTOR	CREDITOR
_	Long-term debt		28.41 M€
_	Extraordinary results		1.50 M€
_	Financial results		6.02 M€
_	Reclassification of provision	16.05 M€	





LIABILITIES

Preferred shares

Positive exchange rate differences

Financial Instruments

Deferred taxes

Provisions

Remuneration Scheme

Main components of adjustment in deferred taxes:

	Increase	Reduction
First consolidation Differences		(46.15) M€
Revaluation on mergers		(46.25) M€
Diff. Fiscal value and book value	24.22 M€	(21.89) M€
Other timing differences	32.61 M€	(2.15) M€
Capitalised tax losses and deductions	57.15 M€	
TOTAL	113.98 M€	(116.44) M€
		2.46 M€

The calculations for the capitalisation of tax losses and deductions have been made without taking into consideration any capital gains for possible disposals in the future and assuming reasonable forecasts on business performance.



LIABILITIES

Preferred shares

Positive exchange rate differences

Financial Instruments

Deferred taxes

Provisions

Remuneration Scheme

IAS 37

 IFRS requires a probable, legal or publicly recognised obligation and a reasonable value estimation in order to make a provision.

Conclusion

 All pre-existing group provisions have been checked in order to comply with IFRS Provisions Criteria.

Impact on Sol Meliá Accounts(*):

DEBTOR CREDITOR

Assets Fair Value (19,9) M €

Provisions(19,9) M €



13. Remuneration Scheme

LIABILITIES

Preferred shares

The remuneration plan of the senior management is accrued as personnel expenses in the P&L according to the company's expectations of fulfillment of the conditions applicable

Positive exchange rate Swap (ELS) differences

The hedging of the remuneration plan has been made through an Equity Linked

IAS 39

Financial Instruments If the hedging of the remuneration plan is settled in cash, then the instrument will be accounted at Fair Value reflecting the financial income/expense against an asset/liability account

Conclusion

Deferred taxes

Sol Meliá expects the settlement of the ELS to be received in cash. At 31-Dec-04, the Company has recorded the relevant personnel and financial income

Impact on Sol Meliá Accounts(*)

Provisions

DFBTOR CREDITOR 0.43 M €

Accrued Personnel Expenses

Financial Income

0.43 M €

Remuneration Scheme





Convertibles

The IAS 32 rule is not applicable to the bonds the company has issued

Pension plans

- IAS 19 is more prescriptive that the previous accounting standards in several countries regarding the actuarial method and assumptions for calculating net contingencies for pension plans. The main adjustment requires a review of contingencies based on reasonable actuarial assumptions.
- Gradual adaptation of the group in that Pension plans reflect the corresponding contingency based on reasonable actuarial assumptions. The externalisation of pensions in 2004 was €2.72 million.



Impact on shareholders' equity

	Spanish	GAAP					Adaptatat	ion IFRS					IFRS
(Euros)	Balance 31/12/2004	Results distribution 2004	(01) Start-up expenses	(03) Valuation of Fixed Assets	(04) Long- term op. Leases	(05) Treasury shares	(07) Goodwill	(08) Preferred shares	(09) Exchange rate diff.	(10)Financial instruments	(11) Deferred taxes	Others, Recasificatio ns	Balance 01/01/05
O-wit-1	24 000 200												24 000 200
Capital	36.955.355												36.955.355
Non-distributable reserves	27.463.952												27.463.952
Share Premium	785.892.570												785.892.570
Reserves REV. R.D.I. 7/96	49.277.534												49.277.534
Reserve Canary Islands Investmen	27.378.610												27.378.610
Negative results previous years	(329.336.789)	(48.767.783)	(2.747.208)	34.325.133	(3.108.767)				1.844.944	(12.359.912)	(24.245.996)	(2.276.480)	(386.672.858)
Voluntary reserves	20.448.965												20.448.965
Reserve Cos. Full consolidation	404.681.126	(147.108.908)	(16.577.236)	4.781.739			(962.440)	158.222	7.131.603		21.788.560	(1.865.257)	272.027.409
Reserve Cos. By equity method	4.432.530	(2.644.388)	(691.368)										1.096.774
Conv. Dif. Cos. Full consolidation	(295.869.978)	254.918.219							116.025				(40.835.734)
Conv. Dif. Cos. By equity metod	(4.175.911)	3.733.654											(442.257)
Interim Dividend													0
Consolidated profit and loss	70.504.624	(70.504.624)											0
Minority interest profit and loss	(10.373.830)	10.373.830											0
Treasury shares	,					(33.756.303)							(33.756.303)
EQUITY ATTRIBUTABLE TO PARENT COMPANY	787.278.758	0	(20.015.812)	39.106.872	(3.108.767)	(33.756.303)	(962.440)	158.222	9.092.572	(12.359.912)	(2.457.436)	(4.141.737)	758.834.017
MINORITY INTEREST	165.203.432		(44.427)					(106.540.069)	4.904				58.623.840
TOTAL	952.482.190	0	(20.060.239)	39.106.872	(3.108.767)	(33.756.303)	(962.440)	(106.381.847)	9.097.476	(12.359.912)	(2.457.436)	(4.141.737)	817.457.857



Sol Meliá Segmented Income Statement

There are 2 main businesses on the income statement:

- Hotel business
 - European Resort Division
 - European City Division
 - Americas Division
- Real Estate Business (includes Asset rotation and Vacation Club)